

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

DOUG TRAHER,

Plaintiff,

v.

REPUBLIC FIRST BANCORP, INC.,

Defendant.

:
:
:
:
:
:
:
:
:
:

**CIVIL ACTION
No. 19-1202**

ORDER

This 13th day of January, 2020, for the reasons stated in the accompanying Memorandum, it is hereby **ORDERED** that Defendant's Motion to Dismiss (ECF 3) is **GRANTED IN PART** and **DENIED IN PART**, as follows:

Defendant's Motion to Dismiss is **GRANTED** with respect to Count I of Plaintiff's Complaint because Pennsylvania law does not recognize a direct cause of action in contract enforceable by an individual shareholder for breach of a corporation's articles of incorporation and, in any case, Plaintiff has failed to establish a literal breach of the corporation's articles.

Defendant's Motion to Dismiss is **DENIED** with respect to Count II of Plaintiff's Complaint because I cannot conclude, on the record before me, that Plaintiff has not been "aggrieved" by the corporation's alleged miscounting of votes as that term is understood under Pennsylvania law.

/s/ Gerald Austin McHugh
Gerald Austin McHugh
United States District Judge